

855 479



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

info only

11 December 1995

Mr. Gary P. Timin
Katz, Kutter, Haigler, Alderman,
Marks, Bryant & Yon, P.A.
106 East College Avenue, Suite 1200
Tallahassee, Florida 32301

Dear Mr. Timin:

400002929424--2

RE: Merrill Lynch Credit Corporation

I have reviewed your letter and the enclosed materials. I note in particular the filing made by Merrill Lynch Credit Corporation (MLCC) with the Division of Corporations (Division) of the Department of State on October 24, 1995, including a notarized affidavit of George T. Morrison, Vice President and Counsel of MLCC.

Based on these materials and the other information that you have furnished, we understand that the "Application By Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida" that was filed with the Division on September 19, 1995, bearing the name of MLCC was not in fact intended or authorized to be made by or on behalf of MLCC. You have explained that said application was, rather, intended and authorized to be made by and in the name of a different company that was also authorized to transact business in this state, namely, Merrill Lynch Acceptance Corporation.

For reasons that we have discussed, the Division determined that it was not able to change its records in a manner that would recognize the application filed on September 19, 1995, as having no effect with respect to MLCC. Instead, the Division suggested that MLCC submit a filing like that made on October 24, 1995. As a result of the October 24 filing, the Division's records again reflect that MLCC is duly authorized to transact business in Florida and that its status is active.

The Department accepts MLCC's explanation that the use of MLCC's name on the September 19, 1995, filing was inadvertent and unintentional. We also recognize that the September 19 filing may create an appearance that MLCC intended to surrender or withdraw its authority to transact business in Florida. Further, we understand and share MLCC's desire that the Division's files fairly reflect these circumstances, so that persons reviewing the public record will be aware of them.

Mr. Gary P. Timin
11 December 1995
Page Two

Accordingly, without making any representations about its legal effect, copies of this letter will be filed with the Division's permanent official records under both document numbers that have been assigned to MLCC (before October 24, 1995, number 855479; thereafter, number F95000005185). If you have any questions, feel free to call me.

Sincerely,

A handwritten signature in cursive script that reads "Donald L. Bell". The signature is written in dark ink and is positioned above the printed name and title.

Donald L. Bell
General Counsel

DLB:nd

cc: Dave Mann, Director, Division of Corporations